

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)
Debtors. : (Jointly Administered)
-----x

**ORDER GRANTING APPLICATION
FOR THE ALLOWANCE OF INTERIM COMPENSATION
FOR THE PERIOD OF JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010
FOR PROFESSIONAL SERVICES PERFORMED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY EXPENSES INCURRED AND OTHER RELIEF**

Upon consideration of the application of Weil, Gotshal & Manges LLP ("Weil") for allowance of interim compensation for professional services performed and reimbursement of actual and necessary expense incurred during the period of June 1, 2010 through September 30, 2010 (the "Application Period"), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure; and Weil having voluntarily reduced the amount of its requested compensation for the Application Period from \$42,626,600.50 to \$42,334,429.65, and its requested reimbursement of expenses from \$1,043,188.95 to \$1,034,938.27 (the "Amended Application") after discussions with the fee committee appointed in these chapter 11 cases; and upon consideration of the *Fee Committee's Summary Report – Fifth and Sixth Interim Period Applications for Fees and Expense Reimbursement*, filed on July 18, 2011 [ECF No. 18603]; and after due notice pursuant to the second amended order dated June 24, 2010 governing case management and administrative procedures [ECF No. 2387]; and there being no objections to the allowance of the amounts set forth on Schedule (A); and after due consideration and upon all of the proceedings had before the Court, and sufficient cause appearing therefor, it is hereby

ORDERED, that the Amended Application is granted to the extent set forth in

Schedule A.

Dated: New York, New York
October 25, 2011

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE A

Case Number: 08-13555 (JMP)
Case Name: In re Lehman Brothers Holdings Inc., et. al.

CURRENT INTERIM FEE PERIOD June 1, 2010 through September 30, 2010								
Applicant	Date/Document Number of Application	Interim Fees Requested on Application	Fees Allowed	Fees to be Paid for Current Fee Period	Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
Weil, Gotshal & Manges LLP	Dec. 15, 2010 13496	\$42,626,600.50	\$42,334,429.65	\$8,146,890.85 ¹	\$0	\$8,146,890.85	\$1,043,188.95	\$0

Schedule A	Date: October 25, 2011	Initials: <u>JMP</u> , <u>USBJ</u>
------------	------------------------	------------------------------------

¹ In accordance with the Court's Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [ECF No. 3102], Weil received payments of its requested reimbursement of expenses incurred in the Application Period. After taking into account subsequent voluntary reductions, Weil received a total of \$8,250.68 more than it should have for expenses for the Application Period. Accordingly, the Debtors will deduct this amount from the above total of "Fees to be Paid for Current Fee Period" when making payment to Weil pursuant to this Order.

SCHEDULE B

Case Number: 08-13555 (JMP)

Case Name: In re Lehman Brothers Holdings Inc., *et. al.*

CUMULATIVE FEE APPLICATIONS September 15, 2008 through September 30, 2010				
Applicant	Total Fees Requested	Total Fees Paid (including amounts to be paid pursuant to this Order)	Total Expenses Requested	Total Expenses Paid (including amounts to be paid pursuant to this Order)
Weil, Gotshal & Manges LLP	\$275,401,758.64	\$272,686,768.62	\$7,029,103.00	\$6,899,699.14

Schedule B	Date: October 25, 2011	Initials: <u>JMP</u> , USBJ
------------	------------------------	-----------------------------